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January 24, 1994

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Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

0100093021
7996-E
RECORDATION NO. FILED 1425
JAN 25 1994 - 10 40 AM
INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is an Instrument of Satisfaction and Release, dated as of May 31, 1993, a secondary document. The primary document to which this is connected is recorded under Recordation No. 7996. We request that this document be recorded under Recordation No. 7996-E.

The names and addresses of the parties to the Instrument of Satisfaction and Release are:

Vendee:

Citizens Bank of Maryland, successor to Citizens Bank and
Trust Company of Maryland
14401 Sweitzer Lane
Laurel, MD 20707

Assignee:

First Security Bank of Utah, National Association
79 South Main Street
Salt Lake City, UT 84111

A description of the equipment covered by the document consists of 11 SD40-2 3,000 horsepower diesel electric locomotives numbered GSCX 3244-3254, inclusive, and two GP38-2 diesel electric locomotives numbered GSCX 5163 and 5164.

RECORD
7996-E

RECEIVED
OFFICE OF THE
SECRETARY
JAN 25 10 35 AM '94
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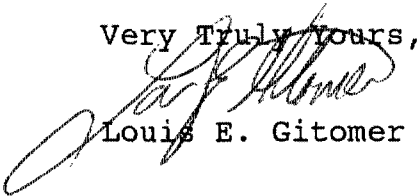
Honorable Sidney L. Strickland, Jr.
January 24, 1994
Page 2

A fee of \$18.00 is enclosed. Please return the original to:

Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

A short summary of the document to appear in the index follows: Instrument of Satisfaction and Release by Citizens Bank of Maryland, successor to Citizens Bank and Trust Company of Maryland, 14401 Sweitzer Lane, Laurel, MD 20707, and First Security Bank of Utah, National Association, 79 South Main Street, Salt Lake City, UT 84111, covering 11 SD40-2 3,000 horsepower diesel electric locomotives numbered GSCX 3244-3254, inclusive, and two GP38-2 diesel electric locomotives numbered GSCX 5163 and 5164.

Very Truly Yours,



Louis E. Gitomer

Enclosure

JAN 25 1994 -10 40 AM

INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF SATISFACTION AND RELEASE (the "INSTRUMENT"), dated as of May 31, 1993, between Citizens Bank of Maryland, successor to Citizens Bank and Trust Company of Maryland ("Citizens Bank"), and First Security Bank of Utah, National Association ("First Security"), as Agent under a Participation Agreement dated as of June 15, 1975.

WITNESSETH

WHEREAS, by a Conditional Sale Agreement ("CSA"), dated as of June 15, 1975, between General Motors Corporation, Electro-Motive Division ("GM"), as Vendor or Builder, and Citizens Bank, as Vendee, GM agreed to sell to Citizens Bank its interest in the railroad equipment described therein (the "Equipment");

WHEREAS, by an Agreement and Assignment ("CSA Assignment"), dated as of June 15, 1975, between GM, as Assignor, and First Security, as Assignee, GM agreed to assign, transfer and set over to First Security all its rights, title, and interest in and to each unit of the Equipment;

WHEREAS, by a Lease of Railroad Equipment ("Lease"), dated as of June 15, 1975, between Southern Railway Company ("Southern"), as Lessee, and Citizens Bank, as Lessor, Citizens Bank leased the Equipment to Southern subject to the rights of First Utah under the CSA Assignment.

WHEREAS, by an Assignment of Lease and Agreement ("Lease Assignment"), dated as of June 15, 1975, between Citizens Bank, as Assignor, and First Utah, as Assignee, Citizens Bank agreed to assign, transfer and set over to First Utah all of Citizen Bank's rights and interest in and to the Lease;

WHEREAS, by an Amendment Agreement, dated as of November 1, 1975, among Southern, as Lessee, Citizens, as Lessor, and First Utah, as Assignee, the Lease was amended (The CSA, CSA Assignment, Lease, Lease Assignment, and Amendment Agreement are referred to herein collectively as the "ICC Documents");

WHEREAS, on July 16, 1975, the CSA was filed and recorded at the Interstate Commerce Commission in Recordation No. 7996;

WHEREAS, on July 16, 1975, the CSA Assignment was filed and recorded at the Interstate Commerce Commission in Recordation No. 7996-A;

WHEREAS, on July 16, 1975, the Lease was filed and recorded at the Interstate Commerce Commission in Recordation No. 7996-B;

WHEREAS, on July 16, 1975, the Lease Assignment was filed and recorded at the Interstate Commerce Commission in Recordation No. 7996-C;

WHEREAS, on December 19, 1975, the Amendment Agreement was

filed and recorded at the Interstate Commerce Commission in
Recordation No. 7996-D;

WHEREAS, by a Bill of Sale dated as of June 29, 1992, between Citizens Bank and CP Rail ("CP"), Citizens Bank sold CP 11 SD40-2 diesel electric locomotives numbered GSCX 3244-3254, inclusive, and by Bill of Sale dated as of June 29, 1992, between Citizens Bank and GATX Capital Corporation ("GATX"), Citizens Bank sold GATX two GP38-2 diesel electric locomotives numbered GSCX 5163 and 5164 (both sets of locomotives are referred to as the "Sale Equipment");

WHEREAS, the parties hereto desire to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of Citizens Bank and First Utah under the ICC Documents with respect to the Sale Equipment sold to CP and GATX under the Bills of Sale.

NOW, THEREFORE, in consideration of the premises, it is agreed:

Citizens Bank and First Utah do hereby acknowledge and confirm for the public record the satisfaction and release of all rights and obligations of the parties arising under the ICC Documents with respect to the Sale Equipment. First Utah does hereby acknowledge and agree that all of the monetary obligations of GM and Citizens Bank under the ICC Documents have been fully discharged and satisfied and First Utah does hereby release its security interest in all of the Sale Equipment and the ICC Documents and transfers to Citizens Bank all of its estate, right, title, and interest in and to all of the Sale Equipment and the ICC Documents, free of all claims, rights, liens, security interests and other encumbrances created by First Utah under the ICC Documents.

Citizens Bank does hereby release its security interest in the Sale Equipment and confirms that by Bills of Sale dated June 29, 1992, that it transferred the Sale Equipment to CP and GATX, and that it transferred all of its security, title and property interests in and to the Sale Equipment, free of all claims, rights, liens, security interests and other encumbrances created by the ICC Documents.

This Instrument may be executed in two or more counterparts each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Instrument to be executed as of the date first above written.

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, As Agent

By: 

Its: ASSISTANT VICE PRESIDENT

CITIZENS BANK OF MARYLAND

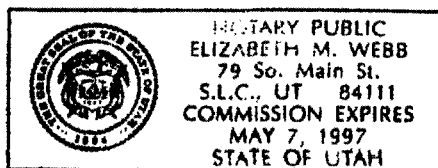
By: 

Its: SVP

STATE OF Utah)
) ss:
COUNTY OF Salt Lake)

On this 4th day of January, 1993⁴, before me personally appeared Greg A. Hawley, to me personally known, who, being by me duly sworn, did depose and say that he is an Authorized Officer of First Security Bank of Utah, National Association, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that of said corporation the seal affixed to the foregoing instrument is such corporate seal; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal) Elizabeth M. Webb
Notary Public



My Commission Expires: May 7, 1997

STATE OF Maryland)
) ss:
COUNTY OF Prince George's)

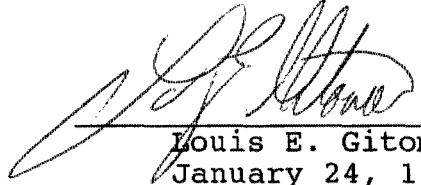
On this 8th day of December, 1993, before me personally appeared Andrew W. Hartman, to me personally known, being duly sworn, says that he is an Authorized Officer of Citizens Bank of Maryland, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors; and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal) Jenny L. Ross
Notary Public

My Commission Expires: JENNY L. ROSS
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires March 31, 1996

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Instrument of Satisfaction and Release, dated as of May 31, 1993, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in dark ink, appearing to read 'Louis E. Gitomer', is written over a horizontal line.

Louis E. Gitomer
January 24, 1994